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Katherine Stadler (*Pro Hac Vice*)

Attorneys for the Fee Committee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**STIPULATION BETWEEN SUTHERLAND ASBILL & BRENNAN LLP AND
THE FEE COMMITTEE REGARDING THE
THE SECOND INTERIM APPLICATION
OF SUTHERLAND ASBILL & BRENNAN LLP,
SPECIAL COUNSEL TO THE DEBTOR, FOR THE PERIOD
JUNE 1, 2010 THROUGH SEPTEMBER 30, 2010**

**TO: THE HONORABLE JAMES M. PECK
U.S. BANKRUPTCY JUDGE**

WHEREAS, on December 14, 2010, Sutherland Asbill & Brennan LLP (“Sutherland”) filed the *Second Interim Fee Application of Sutherland Asbill & Brennan LLP, as a Section 327(e) Professional, for Allowance of Compensation for Services Rendered and For Reimbursement of Actual and Necessary Expenses Incurred During the Period From June 1, 2010 Through September 30, 2010* (the “Second Fee Application”) [Docket No. 13461] seeking interim fees in the amount of \$108,358.00 for professional services rendered and reimbursement of out-of-pocket expenses in the amount of \$833.42.

WHEREAS, Sutherland has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “Fee Committee”) has reviewed the Second Fee Application, issued a Confidential Letter Report on April 14, 2011, and entered into a dialogue with Sutherland regarding this application;

WHEREAS, as a result of this dialogue, Sutherland has agreed to accept the Fee Committee’s proposed disallowance of fees in the amount of \$9,890.00 for professional services rendered and no reduction is warranted in Sutherland’s out-of-pocket expense reimbursement; and

WHEREAS, notwithstanding this Stipulation, the Second Fee Application remains subject to notice, an opportunity for a hearing, and Court approval under Rule 2016 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. §§ 330, 331.

STIPULATION

NOW, THEREFORE, the Fee Committee and Sutherland Asbill & Brennan LLP hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Sutherland’s request for interim compensation and reimbursement of expenses in the reduced amount of \$98,468.00 in fees and \$833.42 in expenses.

Dated: Madison, Wisconsin
September 22, 2011

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler
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Attorneys for Fee Committee

Dated: Washington, D.C.
August 16, 2011

SUTHERLAND ASBILL & BRENNAN LLP

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